

MILBANK, TWEED, HADLEY
& McCLOY LLP
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219
Gerard Uzzi
David S. Cohen
Daniel M. Perry
Atara Miller

AKIN GUMP STRAUSS HAUER
& FELD LLP
One Bryant Park
Bank of America Tower
New York, New York
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Daniel H. Golden
Philip C. Dublin

Attorneys for Notes Trustee.

- and -

WHITE & CASE LLP
1155 Avenue of the Americas
New York, New York 10036-2787
Telephone: (212) 819-8200
Facsimile: (212) 354-8113
J. Christopher Shore
Harrison L. Denman

Attorneys for the Notes Trustee and Ad Hoc Committee.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>)	Case No. 12-12020 (MG)
)	
Debtors.)	Jointly Administered
)	

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
)
) SS.:
COUNTY OF NEW YORK)

CHARMAINE THOMAS, being duly sworn, deposes and says:

I am a resident of the United States, over the age of eighteen years, and am not a party to or interested in the above-captioned cases. I am employed by the law firm of Milbank, Tweed, Hadley & McCloy LLP, Counsel for the Ad Hoc Group of Junior Secured Noteholders of Residential Capital, LLC et al., and the Notes Trustee in the above-captioned cases.

On the 23rd of October 2013, I caused a copy of each of the following documents:

Objection of the Notes Trustee and Ad Hoc Committee of Junior Secured Noteholders to Confirmation of Plan Proponents' Chapter 11 Plan [DI 5443], and

Declaration of David S. Cohen in Support of Objection of the Notes Trustee and Ad Hoc Committee of Junior Secured Noteholders to Confirmation of Plan Proponents' Chapter 11 Plan [DI 5444]

to be served upon the parties identified on Exhibit A attached hereto by electronic mail, to be served upon the parties identified on Exhibit B attached hereto by FedEx for next business day delivery, to be served upon the party identified on Exhibit C attached hereto by United States Postal Service for first class delivery and to be delivered to the party on Exhibit D attached hereto by hand delivery.

/s/ Charmaine Thomas
CHARMAINE THOMAS

SWORN TO AND SUBSCRIBED before
me this ^{25th day of October 2013}

/s/ Jacqueline Brewster
Jacqueline Brewster
Notary Public, State of New York
No. 03BR6093249
Qualified in Bronx County
Certificate filed in New York County
Commission Expires June 2, 2015

Exhibit A

'lnashelsky@mofo.com'; 'glee@mofo.com'; 'lmarinuzzi@mofo.com'; 'Ksadeghi@mofo.com';
'andrea.hartley@akerman.com'; 'susan.balaschak@akerman.com'; 'dgolden@akingump.com';
'dzensky@akingump.com'; 'aquareshi@akingump.com'; 'pdublin@akingump.com';
'ralbanese@akingump.com'; 'rajohnson@akingump.com'; 'ccarty@akingump.com';
'djnewman@akingump.com'; 'bnkatty@aldine.k12.tx.us'; 'ecfmail@aclawllp.com';
'ken.coleman@allenavery.com'; 'john.kibler@allenavery.com'; 'jeff.brown@gmacfs.com';
'william.b.solomon@ally.com'; 'kit.weitnauer@alston.com'; 'marty.bunin@alston.com';
'william.hao@alston.com'; 'bill.macurda@alston.com'; 'john.stern@texasattorneygeneral.gov';
'Schindlerwilliamss@ballardspahr.com'; 'Sarah.Stout@BNYMellon.com';
'Jennifer.Provenzano@BNYMellon.com'; 'Mageshwaran.Ramasamy@BNYMellon.com';
'xrausloanops5@barclays.com'; 'david.powlen@btlaw.com'; 'bbeskanos@aol.com';
'davids@blbglaw.com'; 'jonathanu@blbglaw.com'; 'jai@blbglaw.com';
'schaedle@blankrome.com'; 'tarr@blankrome.com'; 'root@blankrome.com';
'courtney.lowman@ally.com'; 'ryan.philp@bgllp.com'; 'stan.chelney@bgllp.com';
'jhaake@wbsvlaw.com'; 'swissnergross@brownrudnick.com'; 'gregory.petrick@cwt.com';
'ingrid.bagby@cwt.com'; 'mark.ellenberg@cwt.com'; 'dcaley@wongfleming.com';
'bankruptcy@clm.com'; 'hseife@chadbourne.com'; 'dlemay@chadbourne.com';
'rgayda@chadbourne.com'; 'mroitman@chadbourne.com'; 'bobbie.theivakumaran@citi.com';
'maofiling@cgsh.com'; 'tmoloney@cgsh.com'; 'soneal@cgsh.com';
'jennifer.demarco@cliffordchance.com'; 'adam.lesman@cliffordchance.com';
'jlaitman@cohenmilstein.com'; 'clometti@cohenmilstein.com';
'meisenkraft@cohenmilstein.com'; 'drehns@cohenmilstein.com'; 'krehns@cohenmilstein.com';
'srosen@cbshealaw.com'; 'mwarner@coleschotz.com'; 'ra-li-ucts-bankrupt@state.pa.us';
'will.hoch@crowedunlevy.com'; 'mgallagher@curtis.com'; 'macohen@curtis.com';
'sreisman@curtis.com'; 'hryder@daypitney.com'; 'jjtancredi@daypitney.com';
'jwcohen@daypitney.com'; 'glenn.siegel@dechert.com'; 'hector.gonzalez@dechert.com';
'brian.greer@dechert.com'; 'mauricio.espana@dechert.com'; 'craig.druehl@dechert.com';
'rosa.mendez@db.com'; 'Brendan.meyer@db.com'; 'diem.home@gmail.com';
'gcatalanello@duanemorris.com'; 'jvincequerra@duanemorris.com'; 'broylesmk@rgcattys.com';
'tterrell@feinsuch.com'; 'tterrell@feinsuch.com'; 'ppascuzzi@ffwplaw.com'; 'dearly@fdic.gov';
'floressaucedoplcc@gmail.com'; 'tlallier@foleymansfield.com';
'kenton_hambrick@freddiemac.com'; 'deggert@freebornpeters.com';
'tfawkes@freebornpeters.com'; 'israel.david@friedfrank.com'; 'gary.kaplan@friedfrank.com';
'kgiannelli@gibbonslaw.com'; 'jberkowitz@gibbonslaw.com'; 'calbanese@gibbonslaw.com';
'kpatrick@gibbsbruns.com'; 'shumphries@gibbsbruns.com'; 'kpatrick@gibbsbruns.com';
'DFeldman@gibsondunn.com'; 'JWeisser@gibsondunn.com'; 'theodore.w.tozer@hud.gov';
'gjarvis@gelaw.com'; 'mpmorris@gelaw.com'; 'delman@gelaw.com'; 'brian@gmcnjlaw.com';
'aamin@hinshawlaw.com'; 'skraus@hinshawlaw.com'; 'bnoren@hinshawlaw.com';
'ayala.hassell@hp.com'; 'rnorton@hunton.com'; 'rrich2@hunton.com';
'floraoropeza@co.imperial.ca.us'; 'bankruptcy2@ironmountain.com';
'pgallagher@nassaucounty.ny.gov'; 'ceblack@jonesday.com'; 'cball@jonesday.com';
'rlwynne@jonesday.com'; 'lemiller@jonesday.com'; 'ceblack@jonesday.com';
'aglenn@kasowitz.com'; 'mstein@kasowitz.com'; 'dfliman@kasowitz.com';
'namamoo@kasowitz.com'; 'kgcully@kgcully.com';

'kdwbankruptcydepartment@kelleydrye.com'; 'eciolko@ktmc.com'; 'dmoffa@ktmc.com';
'ecf@kaalaw.com'; 'thadwilson@kslaw.com'; 'ajowers@kslaw.com'; 'pferdinands@kslaw.com';
'mstrauss@kmllp.com'; 'bwalker@kmllp.com'; 'judson.brown@kirkland.com';
'richard.cieri@kirkland.com'; 'ray.schrock@kirkland.com'; 'richard.cieri@kirkland.com';
'stephen.hessler@kirkland.com'; 'projectrodeo@kirkland.com'; 'William.b.Solomon@ally.com';
'Timothy.Devine@ally.com'; 'john.bellaver@ally.com'; 'tklestadt@klestadt.com';
'jcorneau@klestadt.com'; 'sdny@kmk-law.net'; 'keckstein@kramerlevin.com';
'tmayer@kramerlevin.com'; 'dmannal@kramerlevin.com'; 'jtrachtman@kramerlevin.com';
'pbentley@kramerlevin.com'; 'dmannal@kramerlevin.com'; 'szide@kramerlevin.com';
'jleibowitz@kandflp.com'; 'rescapinfo@kccllc.com'; 'dlibra@lapplibra.com';
'james.heaney@lawdeb.com'; 'sheehan@txschoollaw.com';
'Dcaponnetto@leopoldassociates.com'; 'pmahony@leopoldassociates.com';
'austin.bankruptcy@publicans.com'; 'dallas.bankruptcy@publicans.com';
'houston_bankruptcy@lgbs.com'; 'choward@lockelord.com'; 'wcurchack@loeb.com';
'vrubinstein@loeb.com'; 'abehlmann@lowenstein.com'; 'abehlmann@lowenstein.com';
'metkin@lowenstein.com'; 'ileeve@lowenstein.com'; 'metkin@lowenstein.com';
'ileeve@lowenstein.com'; 'adoshi@magnozzikye.com'; 'susanz@taxcollector.com';
'kmarino@khmarino.com'; 'jboyle@khmarino.com'; 'lgordon@mvtbalaw.com';
'pmoak@McKoolSmith.com'; 'mcarney@mckoolsmith.com'; 'pmoak@McKoolSmith.com';
'knewman@menterlaw.com'; 'mfriedman@meyner.com'; 'sdnyecf@dor.mo.gov';
'jgarrrity@morganlewis.com'; 'mkraut@morganlewis.com'; 'pfleming@morganlewis.com';
'mmorganroth@morganrothlaw.com'; 'jmorganroth@morganrothlaw.com';
'lberkoff@moritthock.com'; 'Tammy.Hamzehpour@gmacrescap.com';
'Jill.horner@gmacrescap.com'; 'Colette.wahl@gmacrescap.com';
'Deanna.horst@gmacrescap.com'; 'William.thompson@gmacrescap.com';
'William.tyson@gmacrescap.com'; 'Eileen.oles@gmacrescap.com';
'Lauren.delehey@gmacrescap.com'; 'Julie.busch@gmacrescap.com';
'kathy.priore@gmacrescap.com'; 'patty.zellmann@gmacrescap.com'; 'lnashelsky@mofo.com';
'glee@mofo.com'; 'lmarinuzzi@mofo.com'; 'Ksadeghi@mofo.com';
'jmoldovan@morrisoncohen.com'; 'bankruptcy@morrisoncohen.com';
'rdakis@morrisoncohen.com'; 'gelfarb@mosskalish.com'; 'seth.goldman@mto.com';
'Thomas.walper@mto.com'; 'cmomjian@attorneygeneral.gov'; 'almeyers@sjgov.org';
'enid.stuart@OAG.State.NY.US'; 'joseph.cordaro@usdoj.gov'; 'cristine.phillips@usdoj.gov';
'dwdykhouse@pbwt.com'; 'bguiney@pbwt.com'; 'Paul_Papas@mylegalhelpusa.com';
'ebcalvo@pbfcn.com'; 'brandon.johnson@pillsburylaw.com'; 'jmcmurtr@placer.ca.gov';
'dflanigan@polsinelli.com'; 'jnagi@polsinelli.com'; 'igoldstein@proskauer.com';
'srutsky@proskauer.com'; 'jzajac@proskauer.com'; 'danbrockett@quinnmanuel.com';
'daveburnett@quinnmanuel.com'; 'jeremyandersen@quinnmanuel.com';
'jeremyandersen@quinnmanuel.com'; 'ericwinston@quinnmanuel.com';
'susheelkirpalani@quinnmanuel.com'; 'scottshelley@quinnmanuel.com'; 'mrollin@rplaw.com';
'cwood@rgrdlaw.com'; 'stevep@rgrdlaw.com'; 'rbrown@robertbrownlaw.com';
'romero@mromerolawfirm.com'; 'Ross.martin@ropesgray.com'; 'keith.wofford@ropesgray.com';
'Ross.martin@ropesgray.com'; 'prubin@rubinlawllc.com'; 'dsasser@siwpc.com';
'dhall@siwpc.com'; 'jglucksman@scarincihollenbeck.com'; 'bdk@schlamstone.com';
'bbressler@schnader.com'; 'rbarkasy@schnader.com'; 'eboden@schnader.com';
'adam.harris@srz.com'; 'howard.godnick@srz.com'; 'marguerite.gardiner@srz.com';

'michael.cutini@srz.com'; 'secbankruptcy@sec.gov'; 'secbankruptcy@sec.gov';
'bankruptcynoticeschr@sec.gov'; 'NYROBankruptcy@SEC.GOV'; 'bateman@sewkis.com';
'christensen@sewkis.com'; 'patel@sewkis.com'; 'hooper@sewkis.com'; 'josselson@sewkis.com';
'cohen@sewkis.com'; 'das@sewkis.com'; 'binder@sewkis.com'; 'kotwick@sewkis.com';
'alves@sewkis.com'; 'joel@shafeldlaw.com'; 'taconrad@sbwlawfirm.com';
'fsosnick@shearman.com'; 'sfennessey@shearman.com'; 'pdatta@hhstein.com';
'amuller@stinson.com'; 'whazeltine@sha-llc.com'; 'msweeney@msgrb.com';
'tal@talcottfranklin.com'; 'derek@talcottfranklin.com'; 'jmiller@tcfbank.com';
'jteitelbaum@tblawllp.com'; 'AGBankNewYork@ag.tn.gov'; 'robert.major@bnymellon.com';
'Adam.Parkin@tdsecurities.com'; 'Christopher.stevens@tdsecurities.com'; 'tmm@mullaw.org';
'themeyerslawfirm@gmail.com'; 'kay.brock@co.travis.tx.us'; 'mamta.scott@usbank.com';
'michelle.moeller@usbank.com'; 'tanveer.ashraf@usbank.com'; 'Glenn.Gillett@usdoj.gov';
'AskDOJ@usdoj.gov'; 'Mark.Flannagan@umb.com'; 'joseph.cordaro@usdoj.gov';
'cristine.phillips@usdoj.gov'; 'james.byrnes@usbank.com'; 'laura.moran@usbank.com';
'Tracy.Davis2@usdoj.gov'; 'Linda.Riffkin@usdoj.gov'; 'Brian.Masumoto@usdoj.gov';
'mvaughan@wbsvlaw.com'; 'dskeens@wbsvlaw.com'; 'gary.holtzer@weil.com';
'kelly.j.rentz@wellsfargo.com'; 'Sharon.Squillario@wellsfargo.com';
'mary.l.sohlberg@wellsfargo.com'; 'kristi.garcia@wellsfargo.com';
'accesslegalservices@gmail.com'; 'accesslegalservices@gmail.com'; 'cshore@whitecase.com';
'isilverbrand@whitecase.com'; 'dthatch@whitecase.com'; 'hdenman@whitecase.com';
'mabrams@willkie.com'; 'rchoi1@willkie.com'; 'jhardy2@willkie.com';
'rmaney@wilmingtontrust.com'; 'david.tillem@wilsonelser.com'; 'dneier@winston.com';
'dneier@winston.com'; 'eschreiber@winston.com'; 'jlawlor@wmd-law.com'; 'pdefilippo@wmd-
law.com'; 'sfitzgerald@wmd-law.com'; 'gbush@zuckerman.com'; 'ncohen@zuckerman.com';
'lneish@zuckerman.com'; 'gbush@zuckerman.com'; 'ncohen@zuckerman.com';
'lneish@zuckerman.com'; 'lneish@zuckerman.com'; 'Nancy.Lord@OAG.State.NY.US';
'Neal.Mann@OAG.State.NY.US'; 'john_s_forlines@fanniemaef.com'; 'kevin.vargas@db.com';
'george.rayzis@usbank.com'; 'irinia.palchuk@usbank.com'; 'jhofer@skadden.com';
'kziman@skadden.com'; 'lnyhan@sidley.com'; 'jboelter@sidley.com'; 'bmyrick@sidley.com';

Exhibit B

Office of the United States Trustee
for the Southern District of New York
U.S. Federal Office Building
201 Varick Street, Suite 1006
Attn: Tracy Hope Davis, Esq.
Brian Masumoto, Esq.
Linda Riffkin, Esq.

U.S. Department of Justice
950 Pennsylvania Avenue NW
Washington, DC 20530-0001
Attn: US Attorney General, Eric H. Holder, Jr.

Office of the New York State Attorney General
The Capitol
Albany, NY 12224-0341
Attn: Nancy Lord, Esq.
Neal Mann, Esq.

Office of U.S. Attorney for the Southern District of New York
One St. Andrews Plaza
New York, NY 10007
Attn: Joseph N. Cordaro, Esq.

Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Larren Nashelskly, Esq.
Gary S. Lee, Esq.
Lorenzo Marinuzzi, Esq.

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Ken Eckstein
Doug Mannal

Citibank N.A.
390 Greenwich Street, 6th Floor
New York, NY 10013
Attn: Bobbie Theivakurnaran

Fannie Mae
3900 Wisconsin Avenue NW
Mail Stop 8H-504

Washington DC 20016
Attn: Vice President, Credit Management, John S. Forlines

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Ray C. Schrock
Richard M. Cieri

The Bank of New York Mellon
Asset Backed Securities Group
101 Barclay Street 4W
New York, NY 10286

U.S. Bank National Association
50 South 16th Street, Suite 2000
Philadelphia, PA 19102
Attn: George Rayzis

U.S. Bank National Association
60 Livingston Avenue
EP-MN-WS1D
St. Paul, MN 55107
Attn: Irina Palchuk

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178
Attn: James S. Carr
Eric R. Wilson

Skadden Arps Slate Meagher & Flom LLP
Four Times Square
New York, NY 10036
Attn: Jonathan H. Hofer
Ken Ziman

Nationstar Mortgage LLC
350 Highland Drive
Lewisville, TX 75067
Attn: General Counsel

Sidley Austin LLP
One Dearborn
Chicago, IL 60603
Attn: Larry J. Nyhan
Jessica CK Boelt

Internal Revenue Service
2970 Market Street

Mail Stop 5-Q30.133
Philadelphia, PA 19104

Securities and Exchange Commission, New York Regional Office
3 World Financial Center, Suite 400
New York, NY 10281-1022
Attn: George S. Canellos, Regional

Exhibit C

Wells Fargo Bank, N.A.
P.O. Box 98
Columbia, MD 21046
Attn: Corporate Trust Services, GMACM Home Equity Notes 2004 Viable Funding

Exhibit D

The Honorable Martin Glenn
United States Bankruptcy Judge
United States Bankruptcy Court
One Bowling Green
New York, New York 10004